

EXHIBIT 1

BOOK 824 PAGE 063

0021

THIS DEED made this 10th day of December, 1984, by and between JOHN W. KLUGE and PATRICIA M. KLUGE, husband and wife, parties of the first part, and JWK PROPERTIES, INC., party of the second part, whose address is c/o Kluge Enterprises, 10025 Governor Warfield Parkway, Columbia, Maryland, 21044,

W I T N E S S E T H

WHEREAS, John W. Kluge is the owner of the hereinafter described real estate, located partly in Albemarle County, Virginia, and partly in Fluvanna County, Virginia; and

WHEREAS, John W. Kluge has organized a sub-chapter S corporation under the laws of the State of Delaware, known as "JWK Properties, Inc."; and

WHEREAS, John W. Kluge desires to transfer and convey the hereinafter described real estate to said sub-chapter S corporation.

NOW, THEREFORE, the parties of the first part doth hereby TRANSFER, GRANT and CONVEY with GENERAL WARRANTY and ENGLISH COVENANTS of TITLE unto JWK Properties, Inc., those certain tracts or parcels of land described as follows:

(1) All that certain tract or parcel of land, situated in Albemarle County, Virginia, containing 61.9505 acres, designated as parcel 35-B on Albemarle County Tax Map 102, being more particularly described on plat of B. Aubrey Huffman & Associates, Ltd., dated February 24, 1982, hereto attached and made a part of this deed, and being the same property in all respects conveyed to John W. Kluge by Jane-Howard Hammerstein and husband by deed dated February 11, 1982, recorded in the Clerk's Office of the Circuit Court of Albemarle County, Virginia, in Deed Book 734, page 644, in which deed, the acreage is erroneously stated as 64.6688 acres;

(2) All that certain tract or parcel of land in the Samuel Miller Magisterial District of Albemarle County, Virginia,

LAW OFFICES
WOOD, WOOD & WOOD
230 COURT SQUARE
CHARLOTTESVILLE, VA.

EXHIBIT

tabbier

/

BOOK 824 PAGE 064

containing 22.7529 acres, lying between State Route 627 and State Route 727, designated as parcel 10-A on Albemarle County Tax Map 103, being more particularly described on plat of B. Aubrey Huffman & Associates, Ltd., dated February 24, 1982, hereto attached and made a part hereof, and being the same property in all respects conveyed to John W. Kluge by Mary Regina LeJeune Mackall and husband by deed dated March 1, 1982, recorded in said Clerk's Office in Deed Book 734, page 646, in which deed the acreage was erroneously stated as 20.8 acres;

(3) All that certain tract or parcel of land, together with all improvements thereon and appurtenances thereto pertaining, described as Parcel A, containing 4.151 acres, designated as parcel 35 on Albemarle County Tax Map 102, shown on plat of William S. Roudabush, Inc., dated January 9, 1976, of record in said Clerk's Office in Deed Book 702, page 27, being the same property in all respects conveyed to John W. Kluge by Ronald K. Banister and wife by deed dated February 12, 1982, recorded in said Clerk's Office in Deed Book 735, page 161;

(4) All those five (5) certain tracts or parcels of land described as follows:

(A) All that certain tract or parcel of land, situated in the Scottsville Magisterial District of Albemarle County, Virginia, containing in the aggregate 477.557 acres, more or less being the land shown as 481.708 acres on plat of record in said Clerk's Office in Deed Book 175, page 21 and Deed Book 349, page 63, less a tract of 4.151 acres, more or less, shown as Parcel A on a plat of William S. Roudabush, Inc., dated January 9, 1976, of record in said Clerk's Office in Deed Book 702, page 27 and designated as parcels 35-A and 1-B on Albemarle County Tax Map 102;

(B) A tract of 0.272 acres near, but not adjoining, the land described in (A) above, with the rights of way appurtenant

BOOK 824 PAGE 065

thereto as set forth in a deed recorded in Deed Book 307, page 242 with plat attached, and further described on plat of B. Aubrey Huffman & Associates, Ltd., dated March 9, 1982, attached to and recorded with a deed from Short Hills, Incorporated, to John W. Kluge, dated March 3, 1982, recorded in said Clerk's Office in Deed Book 735, page 163, and designated as parcel 36-A on Albemarle County Tax Map 102;

(C) All that certain tract or parcel of land containing 326.23 acres, more or less, situated in the Scottsville Magisterial District of Albemarle County, Virginia, more particularly described on plat of William S. Roudabush, Jr., dated June 23, 1964, of record in said Clerk's Office in Deed Book 398, page 555, and shown thereon as Parcel X, designated as parcel 1-E on Albemarle County Tax Map 103;

(D) A parcel containing 43.566 acres of land with 53.94 feet of frontage on Route 20, all as shown on a plat dated May 10, 1973, prepared by B. Aubrey Huffman & Associates, recorded in said Clerk's Office in Deed Book 532, page 525, designated as as parcel 33 on Albemarle County Tax Map 102;

(E) All that certain tract or parcel of land, containing 144.27 acres, more or less, situated about eight (8) miles in a southerly direction from Charlottesville, near State Route 627, in the Scottsville Magisterial District of Albemarle County, Virginia, more particularly described by metes and bounds on a plat prepared by William S. Roudabush, Jr., and Associates, of record in said Clerk's Office in Deed Book 429, page 433, and designated as parcel 1 on Albemarle County Tax Map 103;

The parcels described in (4), (A), (B), (C), (D), and (E) above are the same in all respects conveyed to John W. Kluge by Short Hills, Incorporated, by deed dated March 3, 1982, and recorded in said Clerk's Office in Deed Book 735, page 163, to which deed is attached plat of March 9, 1982, showing 0.272 acres

BOOK 824 PAGE 066

referred to in (4-A) and the plat dated March 1, 1982, showing 995.1306 acres, both prepared by B. Aubrey Huffman & Associates, Ltd., showing the composite boundary of all the property conveyed thereby.

(5) All those two certain tracts or parcels of land situated in the Scottsville Magisterial District of Albemarle County, Virginia, described as: (1) a tract of 7.18 acres, designated as parcel 1-D on Albemarle County Tax Map 103, and (2) a tract of 10.82 acres adjoining the property described in (1) above, designated as parcel 1-H on Albemarle County Tax Map 103, both of which parcels are more particularly described on plat of William S. Roudabush, Inc., dated May 14, 1982, hereto attached and made a part of this deed, and being the same property in all respects conveyed to John W. Kluge by John Douglas Clark and wife by deed, dated April 27, 1982, and recorded in said Clerk's Office in Deed Book 741, page 507.

(6) All that certain lot or parcel of land, with the improvements thereon and appurtenances thereunto belonging, containing 3.01 acres, more or less, situated near State Route 627, in the Scottsville Magisterial District of Albemarle County, Virginia, designated as parcel 1-F on Albemarle County Tax Map 103, more particularly described as Parcel "Z" on a plat prepared by William S. Roudabush, Jr., C.L.S., dated June 23, 1964, of record in said Clerk's Office in Deed Book 398, page 555, and being the same property in all respects conveyed to John W. Kluge by Neal W. Wilkerson and wife by deed, dated June 28, 1982, and recorded in said Clerk's Office in Deed Book 741, page 510.

(7) All that certain lot or parcel of land, situated on State Route 20 in Albemarle County, Virginia, designated as parcel 33-C on Albemarle County Tax Map 102, being designated as Lot 3 and a 0.055 acre strip on plat of Wm. Morris Foster, dated

BOOK 824 PAGE 067

May 19, 1975, up-dated August 6, 1982, attached to and recorded with a deed from Meredith H. Clarke, Jr., and wife to John W. Kluge, dated August 30, 1982, recorded in said Clerk's Office in Deed Book 747, page 91, being the same property in all respects conveyed to John W. Kluge by said last mentioned deed.

(8) All those certain lots or parcels of land with the improvements thereon and the appurtenances thereunto belonging, situated in Albemarle County, Virginia, shown and described as Lot 11 (4.16 acres), Lot 12 (1.89 acres) and Lot 13 (3.56 acres), Block A, Marshall Manors on a plat thereof of record in said Clerk's Office in Deed Book 573, page 242, designated as parcels 11, 12, and 13 on Albemarle County Tax Map 90-B, respectively, and being the same property conveyed to John W. Kluge by Forrest R. Marshall, Sr., and wife by deed dated November 22, 1982, recorded in said Clerk's Office in Deed Book 752, page 250.

(9) All that certain tract or parcel of land, with improvements thereon and appurtenances thereto belonging, situated in Albemarle County, Virginia, on the south side of Route 627, near Carter's Bridge, containing 183.13 acres, more or less, described by a plat made by R. O. Snow & R. W. Ray, Inc., P.C., dated April 30, 1981, of record in said Clerk's Office in Deed Book 716, page 203, designated as parcel 40 on Albemarle County Tax Map 102, being the same property in all respects conveyed to John W. Kluge by Anne W. Blades and husband by deed, dated February 3, 1983, recorded in said Clerk's Office in Deed Book 757, page 319.

(10) All that certain tract or parcel of land, with the improvements thereon and the appurtenances thereunto pertaining, situated in Albemarle County, Virginia, containing 2.000 acres, fronting on State Route 622, shown and described on a plat dated October 27, 1982, revised November 16, 1982, by Robert L. Lum, C.L.S., entitled in part "The William Kidd Property" of record in

said Clerk's Office in Deed Book 755, page 281, designated as parcel 17 on Albemarle County Tax Map 124, and being the same property in all respects conveyed to John W. Kluge by William Ray Kidd and wife by deed, dated June 8, 1983, and recorded in said Clerk's Office in Deed Book 767, page 445.

(11) All that certain tract or parcel of land, with the improvements thereon and the appurtenances thereunto belonging, situated in the Scottsville Magisterial District of Albemarle County, Virginia, near Carter's Bridge, fronting on State Route 627 and, to a small extent, State Route 727, containing 78.1251 acres, being more particularly shown and described on plat of B. Aubrey Huffman & Associates, Ltd., C.L.S., dated February 8, 1984, attached to and recorded with a deed from Forrest R. Marshall, Jr., and wife to John W. Kluge dated February 10, 1984, and recorded in said Clerk's Office in Deed book 789, page 185, designated as parcel 37 on Albemarle County Tax Map 102, being the same property in all respects conveyed to John W. Kluge by said last mentioned deed.

(12) All that certain tract or parcel of land, with all improvements thereon and appurtenances thereto, situated in Albemarle County, Virginia, containing 371.05 acres, designated as parcel 6 on Albemarle County Tax Map 122, and shown on plat of William S. Roudabush, Jr., C.L.S., dated February 3, 1984, attached to and recorded with a deed from Walton D. Morris, unmarried, et al, to John W. Kluge, dated February 14, 1984, and recorded in said Clerk's Office in Deed Book 790, page 404, and being the same property in all respects conveyed to John W. Kluge by said last mentioned deed.

(13) Those three (3) adjoining tracts or parcels of land in the Scottsville Magisterial District of Albemarle County, Virginia, aggregating 1,382.83 acres, designated as parcels 2, 3 and 19 on Albemarle County Tax Map 134, and parcel 1, Tax Map 135

BOOK 824 PAGE 069

and more particularly described as all those certain tracts or parcels of land, known as "Lone Oak" and "Millsap", containing in the aggregate 1,382.83, and being more particularly described on sheets 1, 2, and 3 on plats of R. O. Snow and R. W. Ray, Inc., dated May 21, 1984, hereto attached and made a part of this deed and is the same property in all respects conveyed to John W. Kluge by Nettie Marie Jones, unmarried, et al, by deed, dated May 4, 1984, and recorded in said Clerk's Office in Deed Book 801, page 73, in which deed the above described property was erroneously estimated to contain 1,439 acres.

(14) All right, title and interest in and to all that certain tract or parcel of land, situated on State Routes 627 and 727 in the Scottsville Magisterial District of Albemarle County, Virginia, designated as parcel 10-A on Albemarle County Tax Map 103, containing 0.630 acres, more or less, as shown on plat of Gloeckner, Lincoln, and Osborne, Inc., dated November 6, 1984, attached to and recorded with a deed from Willie B. Townsend to John W. Kluge dated November 6, 1984, and recorded in said Clerk's Office in Deed Book 819, page 346, being the same right, title, and interest conveyed to John W. Kluge by said last mentioned deed.

(15) All that certain tract or parcel of land, with the improvements thereon and the appurtenances thereto, situated partly in Albemarle County, Virginia, and partly in Fluvanna County, Virginia, designated as parcels 14, 14A and 16 on Albemarle County Tax Map 124, containing 181.98 acres, shown and described on a plat dated January 17, 1983, by William S. Roudabush, Inc., C.L.S., attached to and recorded with a deed from Jessie P. Kidd, widow, to John W. Kluge, dated January 18, 1983, recorded in the Clerk's Office of the Circuit Court of Albemarle County, Virginia, in Deed Book 755, page 544, and in the Clerk's Office of the Circuit Court of the Circuit Court of

BOOK 824 PAGE 070

Fluvanna County, Virginia, in Deed Book 149, page 138, and being the same property in all respects conveyed to John W. Kluge by said last mentioned deed.

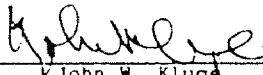
(16) All that certain tract or parcel of land, with improvements thereon and appurtenances thereunto pertaining, situated partly in Albemarle County, Virginia, and partly in Fluvanna County, Virginia, designated as parcel 17, Albemarle County Tax Map 124, containing 116.30 acres, more or less, fronting on State Route 622, shown and described on a plat by William S. Roudabush, Inc., C.L.S., dated December 10, 1982, which plat is attached to and recorded with a deed from William Ray Kidd and wife to John W. Kluge dated November 10, 1982, recorded in the Clerk's Office of the Circuit Court of Albemarle County, Virginia, in Deed Book 755, page 279, and in the Clerk's Office of the Circuit Court of Fluvanna County, Virginia, in Deed Book 149, page 92, being the same property in all respects conveyed to John W. Kluge by said last mentioned deed.


This conveyance is exempt from State recordation tax under Virginia Code Section 58-64, sub-paragraph (6), this conveyance being to a corporation upon its organization by John W. Kluge who is in control of the corporation in a transaction which qualifies for nonrecognition of gain or loss pursuant to Section 351 of the Internal Revenue Code of 1954, as it exists at the time of the conveyance.

Said parcels are conveyed subject to such easements, conditions, restrictions, and reservations contained in duly recorded deeds, plats, and other instruments constituting constructive notice in the chain of title to the property hereby conveyed which have not expired by a limitation of time contained therein or have not otherwise become ineffective.

BOX 824 PAGE 071

WITNESS the following signatures and seals:


John W. Kluge (SEAL)

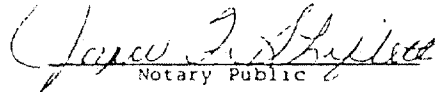

Patricia M. Kluge (SEAL)

STATE OF VIRGINIA,

COUNTY OF ALBEMARLE, to-wit:

The foregoing instrument was acknowledged before me this
17th day of December, 1985, by John W. Kluge.

My commission expires March 2, 1988.

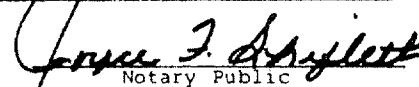

Notary Public

STATE OF VIRGINIA,

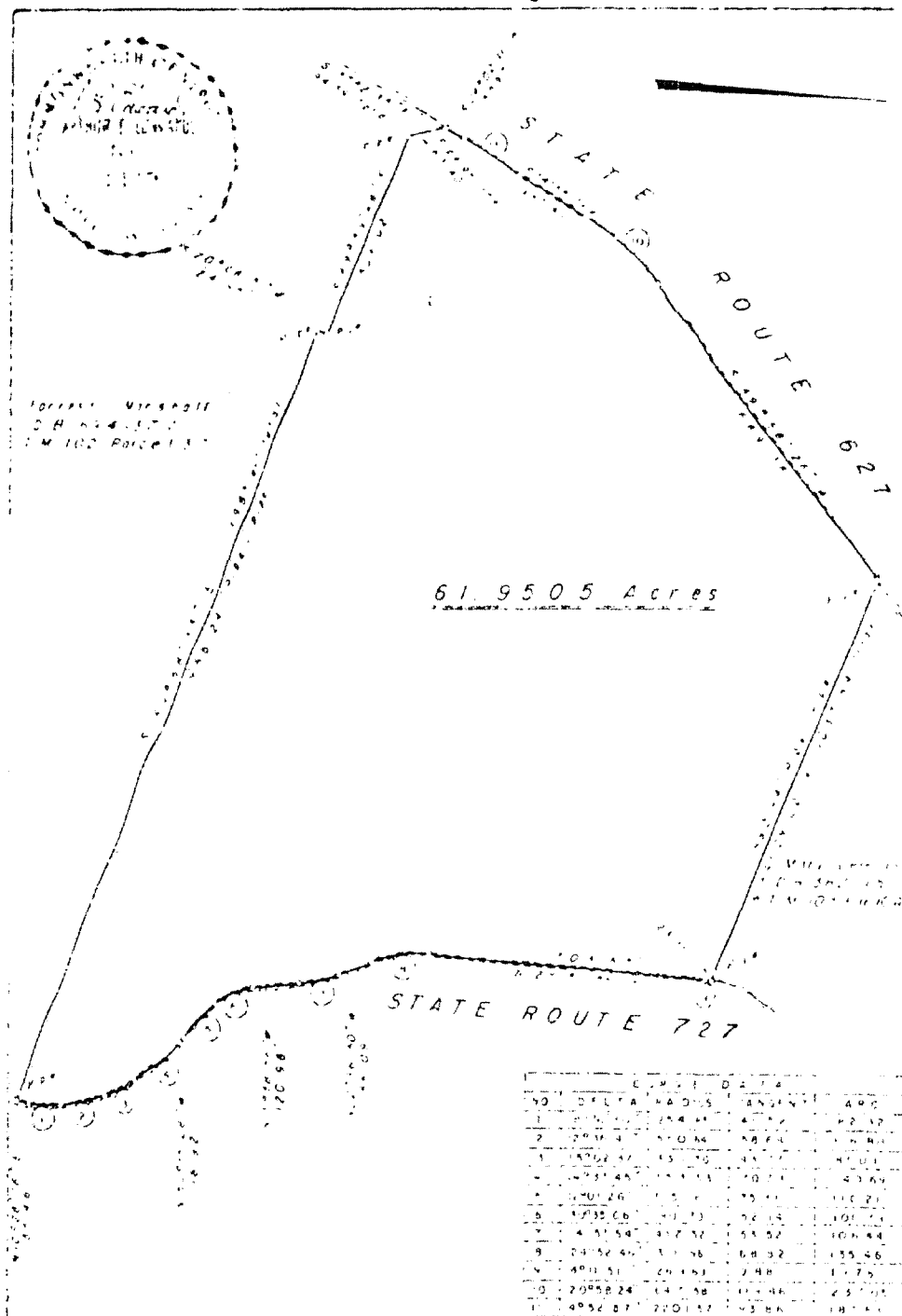
COUNTY OF ALBEMARLE, to-wit:

The foregoing instrument was acknowledged before me this
14th day of December, 1985, by Patricia M. Kluge.

My commission expires March 2, 1988.


Notary Public

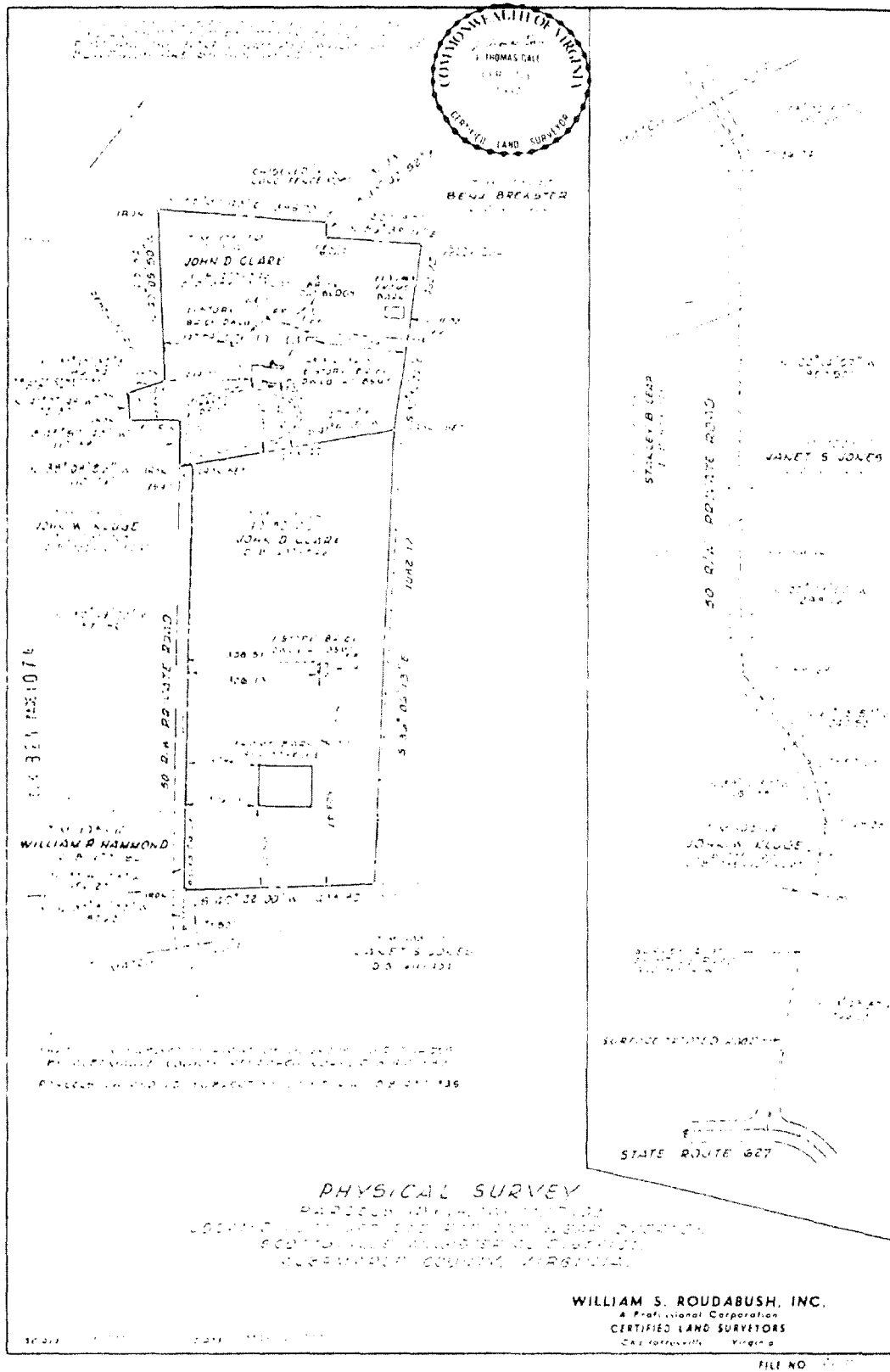
BOOK 824 PAGE 1072



BOUNDARY PLAT SHOWING
61.9505 ACRES BEING PARCEL 35B
ON SHEET 102 COUNTY TAX MAPS
ALBEMARLE COUNTY, VIRGINIA
February 24, 1987

0 100 200 300 400 500 600 700 800 900 1000

B. AUBREY HUFFMAN & ASSOCIATES, LTD.
CIVIL ENGINEERING, LAND SURVEYING AND LAND PLANNING
CHARLOTTE, N.C., VIRGINIA



CURVE DATA ALONG ST RTS 627 A 626

BOOK 824 PAGE 1077
CB

	Δ	R	L	C	CB
1	39°15'	733.51	543.59	533.02	S15°13'34"E
2	45°24'	843.51	668.38	651.03	S18°24'04"E
3	07°47'	1884.86	256.05	255.85	S37°12'34"E
4	134°19'11"	40.00	93.77	73.73	S33°50'31"W
5	15°32'36"	947.59	257.06	256.29	N86°46'11"W
6	20°38'36"	569.08	205.04	203.33	S75°08'14"W
7	11°32'32"	1530.76	308.37	307.85	S68°10'22"W
8	07°51'22"	2089.19	286.46	286.23	S70°00'57"W
9	08°15'20"	1588.44	228.87	228.68	S61°57'35"W
10	17°57'46"	583.92	183.07	182.32	S48°51'00"W
11	09°04'20"	911.11	144.26	144.11	S35°19'56"W
12	04°23'34"	1652.20	126.67	126.64	S28°35'59"W
13	06°44'40"	1037.93	235.17	235.03	S29°46'32"W
14	04°23'42"	2601.69	199.57	199.52	S30°57'01"W
15	18°21'39"	288.29	92.38	91.99	S37°56'00"W
16	03°55'18"	1726.80	118.19	118.17	S45°09'10"W
17	18°34'58"	611.19	198.23	197.36	S52°28'58"W
18	26°14'06"	323.30	148.04	146.75	S74°53'29"W
19	14°58'36"	825.61	215.81	215.19	N84°30'10"W
20	29°08'26"	393.17	199.97	197.82	S88°24'53"W
21	11°54'04"	902.94	187.55	187.22	S79°47'42"W
22	02°48'02"	3327.64	162.65	162.64	S87°08'44"W
23	14°39'38"	1209.29	309.43	308.59	S81°12'56"W
24	13°45'56"	586.15	140.83	140.49	S80°46'05"W
25	2°04'29"	1837.45	66.54	66.54	S86°36'58"W
26	1°25'52"	7440.61	185.85	185.85	N86°20'03"W
A	06°24'51"	1837.45	205.75	205.64	S82°22'01"W
B	14°11'28"	1145.25	283.66	282.93	S86°14'58"W

POINT "A" = STREAM

N44°38'29"W	32.36
S83°10'40"W	10.34
N35°08'36"W	29.68
N35°28'07"W	57.98
S61°52'13"W	13.74
N53°30'58"W	67.28
N37°37'32"W	34.57
N72°07'45"W	21.08
N12°48'12"W	109.57
N04°59'04"W	25.32
N51°28'48"W	21.40
N23°14'13"W	31.40
N86°37'28"W	24.97
N09°23'12"E	37.33
N42°40'04"W	8.41

POINT "B" = PIPE FOUND IN STR & OLD STR BED

N63°21'09"E	19.69
N06°16'34"E	29.05
N41°49'24"E	17.07
N13°36'38"E	21.44

POINT "C" = INT OF OLD STR BED & STR

N38°17'18"E	72.95
N55°03'29"E	44.60
N40°31'56"E	78.31
N21°08'43"W	19.77
N47°06'25"E	57.37
N37°59'49"E	20.22

N22°02'06"E	23.19
N17°29'25"E	33.73
N39°09'18"E	41.59
N06°59'13"E	31.39
N64°41'02"E	20.81
N56°01'53"E	11.18
N05°01'20"E	12.08
N20°10'18"W	47.46

POINT "D" = INT STREAMS

S88°34'45"E	60.12
N66°03'39"E	48.67
S78°11'23"E	160.48
S86°00'59"E	57.22
S63°21'11"E	23.09
S69°51'52"E	22.55
S82°07'11"E	42.75
S76°58'26"E	76.00
S64°48'37"E	52.65
N77°27'15"E	74.06
S65°18'10"E	102.97
N70°49'02"E	53.21
S69°56'56"E	74.73
S84°00'52"E	170.23

POINT "E" = STREAM

" LONE OAK FARM "

BOOK 824 PAGE 0078

VIRGINIA: IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF ALBEMARLE :

THIS DEED WAS PRESENTED, AND WITH CERTIFICATE ANNEXED, ADMITTED

TO RECORD ON January 2, 1985, at 11:42 O'CLOCK A M.

STATE TAX	
LOCAL TAX	
TRANSFER FEE	<u>20.00</u>
CLERK'S FEE	<u>16.00</u>
PLAT	<u>12.00</u>
GRANTOR'S TAX	
TOTAL	<u>48.00</u>

TESTE: SHELBY J. MARSHALL, CLERK

BY: Karon P. Shippett
DEPUTY CLERK

EXHIBIT 2

BK1105PG0185

QUITCLAIM DEED

005110

THIS DEED, made this 13th day of June, 1990, by and between JWK PROPERTIES, INC., a Delaware corporation ("JWK Properties") and PATRICIA M. KLUGE, feme sole ("Kluge"), whose address is Route 6, Box 61, Charlottesville, Virginia 22901;

W I T N E S S E T H:

That, for and in consideration of the premises, and in accordance with Virginia Code Section 58.1-806B, JWK Properties does hereby GIVE, GRANT, CONVEY and QUITCLAIM, without warranty, unto the said PATRICIA M. KLUGE, feme sole, as her sole and separate equitable estate, free from the control and marital rights of any present or future husband and free from any curtesy rights or inchoate curtesy rights of any present or future husband, all of which are hereby expressly excluded, and with the full and complete authority in her to alien, convey, encumber, and otherwise deal with and dispose of the same without necessity of joinder by any present or future husband, all of its right, title and interest in and to that certain tract or parcel of land, with the improvements thereon and appurtenances thereto belonging, situated in the Scottsville Magisterial District, in Albemarle County, Virginia, containing 9.904 acres, more or less, as shown on sheet 2 of a plat of Gloeckner & Osborne, Inc., composed of two sheets, dated April 18, 1990, attached hereto and incorporated herein by reference (the "Plat"); being a portion of the property conveyed to JWK Properties by deed of John W. Kluge, et al., dated December 10, 1984, of record in the Clerk's Office

1

EXHIBIT

2

DK1105PG0186

of the Circuit Court of Albemarle County in Deed Book 824, page 63, to which reference is hereby made (the "Property").

The foregoing grant shall be together with the following appurtenances:

(1) a non-exclusive easement across the lands of JWK Properties, currently shown as Parcel 35A on Albemarle County Tax Map 102 (the "Burdened Land"), for ingress and egress to and from the Property to State Route 627, the location of the said easement being shown on sheet 1 of the Plat. JWK Properties, for itself and its successors in title to the Burdened Land, COVENANTS and AGREES that it shall, at its sole expense, maintain the roadway located in the said easement in substantially its present condition. In addition, for so long as JWK Properties, or its successors in title to the Burdened Land, shall desire to maintain a gate at the intersection of the said roadway with State Route 627, it COVENANTS and AGREES to maintain the same at its sole expense.

(2) non-exclusive easements for the continued use of the existing well, septic system, stormwater drainage system and television antenna system located on the Burdened Land, including reasonable access to and from the same, together with the right to maintain, repair, or service the same. Maintenance of such facilities shall be the sole responsibility of Kluge and her successors in title.

(3) a non-exclusive easement across the Burdened Land for the use of the existing system for irrigation of the gardens on the Property, including reasonable access to and from the same,

BK1105PG0187

together with the right to maintain, repair, or service the same. Maintenance of such system shall be the sole responsibility of Kluge and her successors in title. Such easement shall include the right to take water from the pond on the Burdened Land to which the said system is now connected; provided, however, that nothing herein shall be construed to require the owner of the Burdened Land to augment or supplement the natural recharge of the said pond. Kluge shall have the right to maintain such pond subject to the prior approval of JWK Properties, which approval shall not be unreasonably withheld.

The foregoing notwithstanding, JWK Properties reserves the right to relocate, reconfigure or otherwise rearrange the easements described above, at its sole expense, upon reasonable notice to Kluge; provided, however, that such relocation, reconfiguration or other rearrangement shall be performed without significant interruption of service to the Property to which such easement is appurtenant.

As a further appurtenance to the Property, JWK Properties, for itself and its successors in title to the Burdened Land, COVENANTS and AGREES that, for so long as Kluge shall remain the owner of the Property, JWK Properties and its successors in title shall not build or erect on the hill behind the house on the Property any structure which would interfere with the privacy or the reasonable enjoyment of the Property.

Kluge hereby COVENANTS and AGREES, that for so long as she is the owner of the Property, she will not accept an offer for the purchase of all or any portion of the Property without first

BK1105PG0188

notifying the then current owner of the Burdened Land of such offer. In such event, the then current owner of the Burdened Land shall have the right to purchase said property at the same price and upon the same terms and conditions as those offered by such bona fide third party ("Right of First Refusal"). The then current owner of the Burdened Land shall have fifteen (15) business days in which to exercise this Right of First Refusal after delivery to it of written notice by Kluge of the third party's bona fide offer. Notice shall be presumed to be delivered three days after notice is mailed by certified mail, postage prepaid, to the mailing address for the then current owner of the Burdened Land as shown in the records of the Real Estate Tax Assessor for Albemarle County, Virginia. This Right of First Refusal shall not apply to (i) any conveyance of the Property as security for any indebtedness of Kluge or (ii) deeds of correction, deeds to correct boundary line disputes and similar corrective instruments. This Right of First Refusal shall terminate for all time after compliance by Kluge with the provisions hereof and the failure by the then current owner of the Burdened Land to exercise this Right of First Refusal unless the conveyance contemplated by the bona fide third party offer does not occur, in which event this Right of First Refusal shall remain in full force and effect. Upon termination of the Right of First Refusal, as aforesaid, the then current owner of the Burdened Land shall execute a release of said Right of First Refusal which release shall be in recordable form.

BK 1105PG0189

This conveyance is made expressly subject to the easements, conditions, restriction, reservations and other matters, whether or not contained in duly recorded deeds, plats and other instruments constituting constructive notice in the chain of title to the Property hereby conveyed, it being plainly understood that this conveyance is without any warranty whatever.

This conveyance was authorized by unanimous consent of the board of directors of JWK Properties.

WITNESS the following signature and seal:

JWK PROPERTIES, INC.

BY: Curry A. Roberts

Managing Director

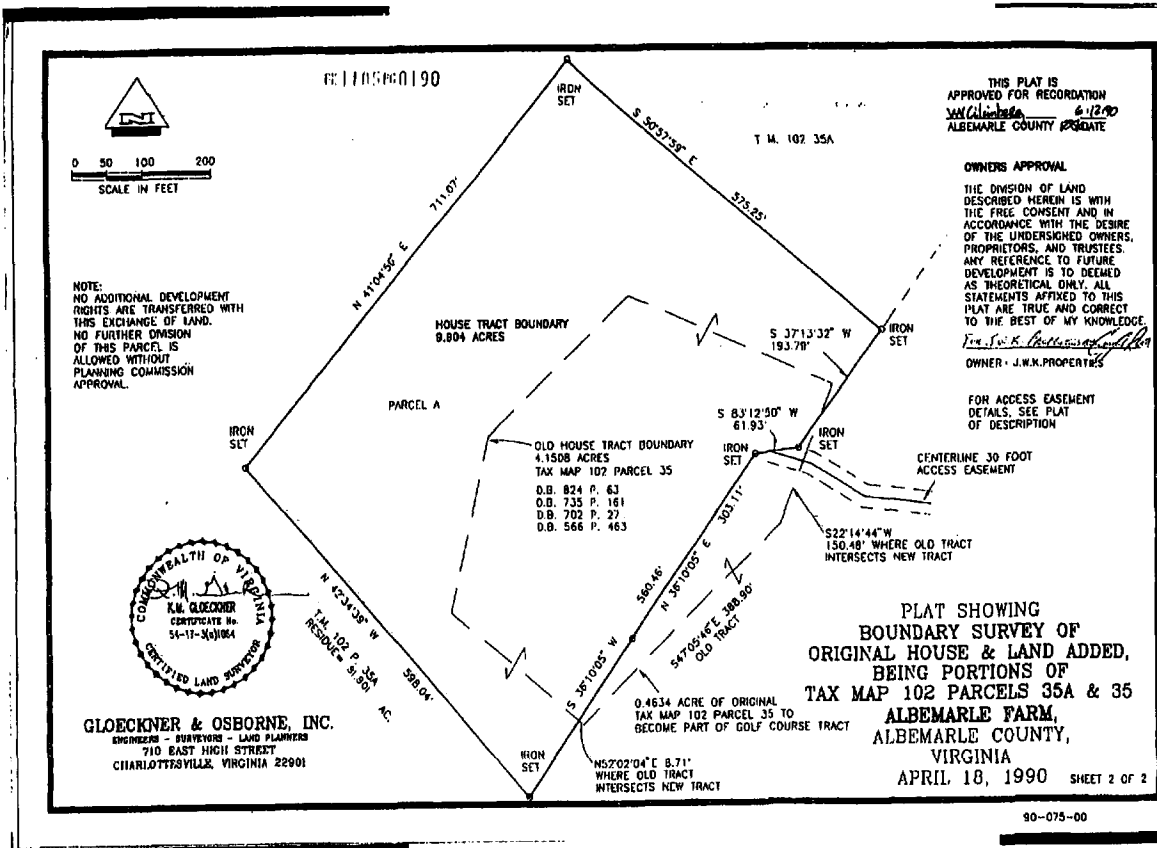
STATE OF VIRGINIA

CITY/COUNTY OF Charlottesville, to-wit:

The foregoing instrument was acknowledged before me this 13th day of June, 1990, by Curry A. Roberts, managing director, on behalf of JWK Properties, Inc.

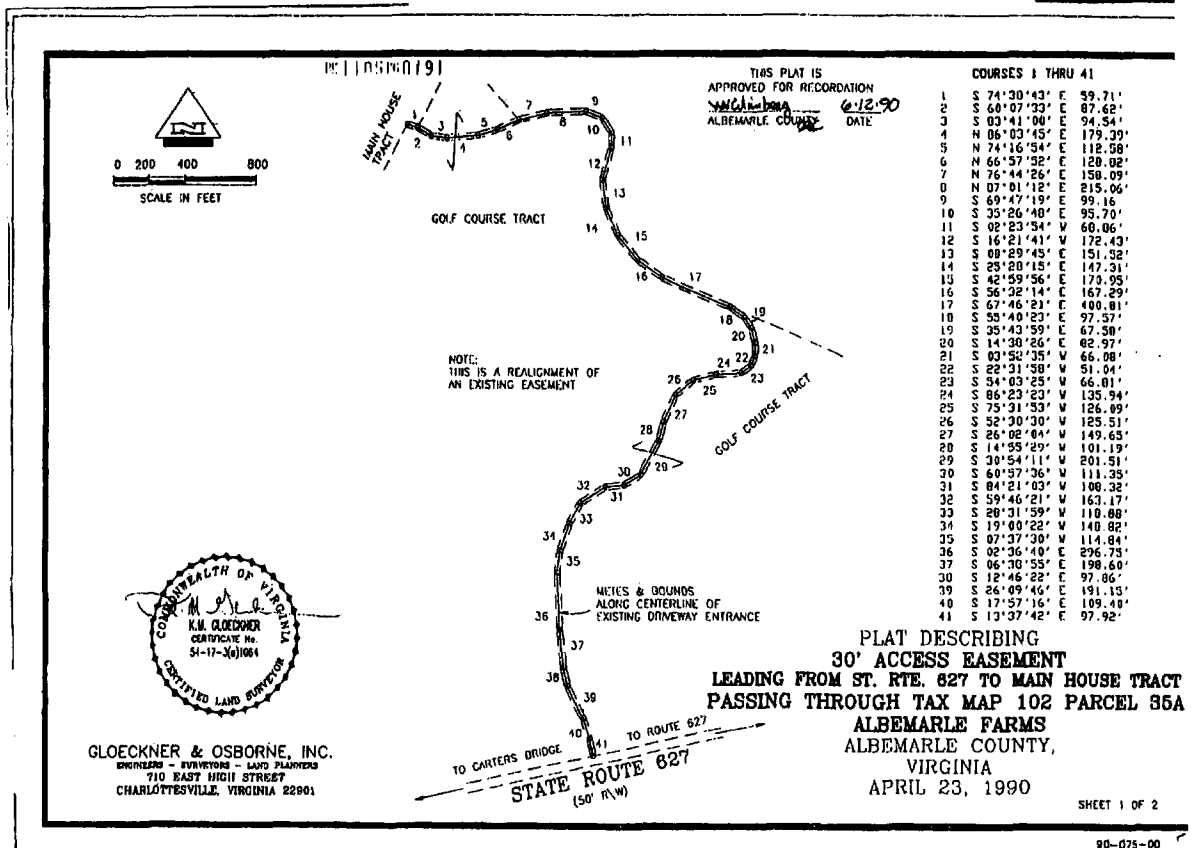
My commission expires: 2/21/92.

Donna Rae Wade
Notary Public



90-075-00

Book:1105, Page:181



90-075-00

Book:1105, Page:185

BK 1105 PG 0192

INSTRUMENT NUMBER _____

VIRGINIA:

IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF ALBEMARLE COUNTY:

THIS DEED WAS PRESENTED, AND WITH CERTIFICATE ANNEXED, ADMITTED TO RECORD

ON June 18, 1990, at 12:33 o'clock P M

STATE TAX	\$	<u>.50</u>	(039)
LOCAL TAX	\$	_____	(213)
TRANSFER FEE	\$	_____	(212)
CLERK'S FEE	\$	<u>11.00</u>	(301)
PLAT	\$	<u>4.00</u>	

Sec. 58.1-502

STATE TAX	\$	_____	(038)
LOCAL TAX	\$	_____	(220)
LOCAL TAX	\$	_____	(223)

TOTAL \$ 15.50

TESTE:

SHELBY J. MARSHALL, CLERK

BY:

Karen P. Shifflett
 DEPUTY CLERK